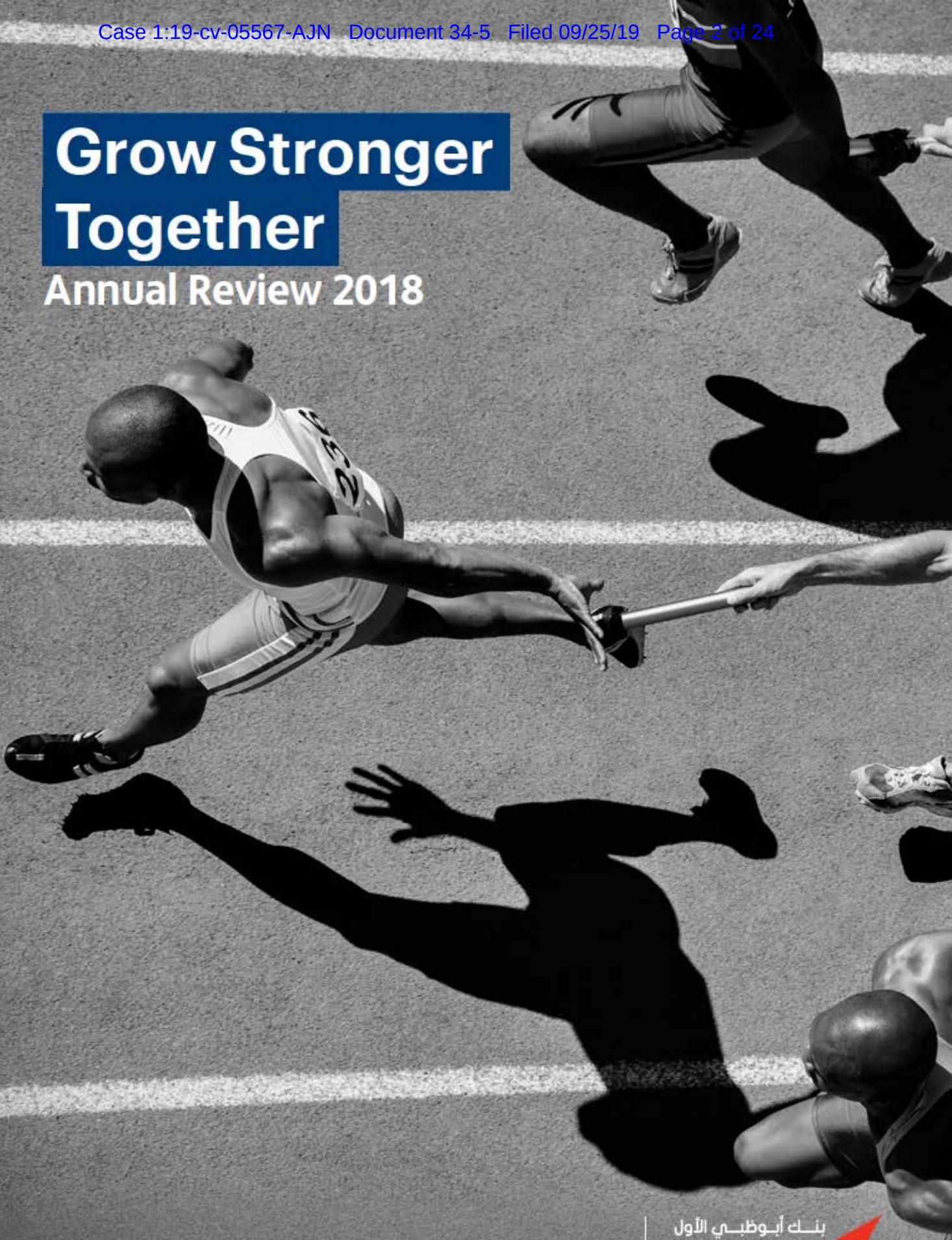


Exhibit 5

Grow Stronger Together

Annual Review 2018



Grow
Stronger

بنك أبوظبي الأول
FAB
First Abu Dhabi Bank

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**The Late
Sheikh Zayed
bin Sultan Al Nahyan**
The UAE's Founding Father



**His Highness
Sheikh Khalifa
bin Zayed Al Nahyan**
President of the United Arab Emirates



**His Highness
Sheikh Mohammed
bin Zayed Al Nahyan**
Crown Prince of Abu Dhabi and Deputy Supreme
Commander of the UAE Armed Forces

FAB at a Glance

The UAE's largest bank and one of the world's largest and safest financial institutions



FAB has the strongest combined credit ratings amongst MENA Banks



Global Finance magazine's
World's Safest Banks ranking

The Bankers' Top 1000¹
World Banks ranking



Robust Financial Metrics – FY'18				
Return on Tangible Equity	16.2%	NPL ratio	3.1%	Liquidity Coverage Ratio (LCR) 118%
Return on Risk Weighted Assets	2.5%	Provision coverage	110%	Basel III CET1 12.4%
Cost-Income ratio (excl. Integration cost)	25.9%	Cost of Risk (loans & advances)	48bps	Basel III Capital Adequacy 15.7%

Largest Bank in the UAE



As of 31 Dec 2018 unless specified otherwise

Award-winning franchise



Where We Operate



With a global network across 5 continents in addition to the UAE, FAB will continue to strengthen and facilitate inward and outward trade and investment flows.

Europe and Americas (E&A) | France | UK | Switzerland | USA | Brazil

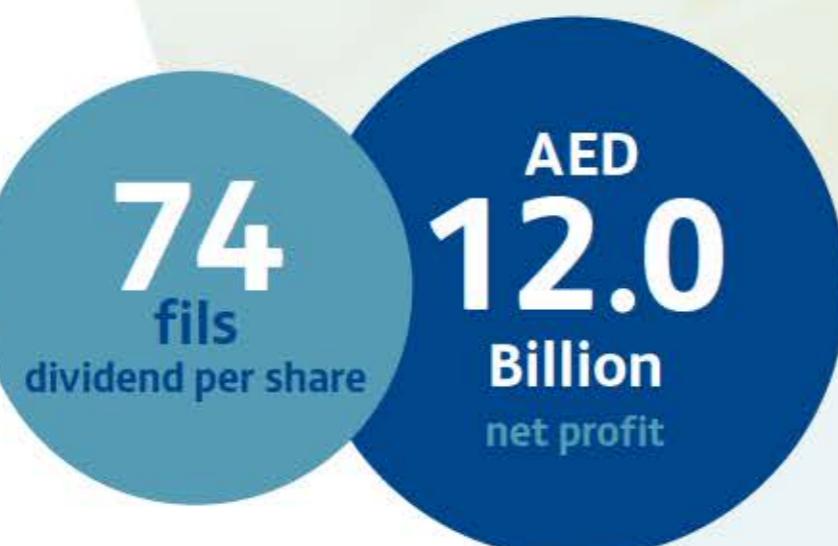
Middle East and Africa (MEA) | UAE | Bahrain | Egypt | Kuwait | Libya | Oman | Saudi Arabia

Asia Pacific (APAC) | China | Hong Kong | India | Labuan (Malaysia) | Singapore | South Korea

A historic year for the UAE's largest bank



2018 was an exceptional year for FAB as we continued to deliver on our commitment of maximising returns for our shareholders, while completing the final milestone of our integration journey.



I am pleased to report that FAB delivered strong financial results in 2018 with a full year Group Net Profit of AED 12.0 Billion, an increase of 10% from 2017. By the end of 2018, FAB displayed solid fundamentals, robust capital and liquidity ratios while maintaining a healthy asset quality. In light

of this performance, the Board of Directors recommended the distribution of a cash dividend per share of 74 fils for the year ended 31 December 2018, resulting in total cash dividends for the year of AED 8.06 Billion, a 6% increase from 2017.

These strong results and our successful systems' integration reflect the fundamental strength of the bank, its prudent approach to growth in a competitive market, and a firm focus on delivering our strategic agenda. This is exemplified by our expansion into Saudi Arabia, where we obtained investment banking and commercial banking licenses last year, and the bank's launch of the Abu Dhabi Government's digital payment portal, developed in collaboration with the Abu Dhabi Smart Solutions and Services Authority.

It is fitting that FAB should register such a strong performance during 2018 – the 'Year of Zayed' – and the vision of our late founding father, Sheikh Zayed bin Sultan Al Nahyan, will continue to serve as our inspiration moving forward.

On behalf of FAB's Board of Directors, I would like to thank the President of the United Arab Emirates, His Highness Sheikh Khalifa bin Zayed Al Nahyan, for his wise leadership and support, His Highness Sheikh Mohammed bin

Rashid Al Maktoum, Vice President, Prime Minister and the Ruler of Dubai, His Highness Sheikh Mohammed bin Zayed Al Nahyan, Crown Prince of Abu Dhabi, His Highness Sheikh Mansour bin Zayed Al Nahyan, Deputy Prime Minister and Minister of Presidential Affairs, and their Highnesses, the rulers of the UAE, and members of the Supreme Council for their continued guidance.

I would also like to express my gratitude to the UAE Central Bank, the UAE Securities and Commodities Authority, Abu Dhabi Securities Exchange and our partners, and thank customers for their loyalty and support throughout our integration journey.

Finally, I would like to thank our board members, the executive management and our talented employees for making 2018 a truly historic year for our bank.

Tahnoon Bin Zayed Al Nahyan
Chairman



From Integration to Transformation

With our UAE integration activities complete, 2019 will be the year in which we begin to unlock our full potential as one of the world's largest and safest banking institutions.



Dear Shareholders,

It gives me great pleasure to present FAB's key achievements and financial results for 2018.

As the UAE's Year of Zayed, 2018 will always stand out as a special year, and this is all the more so following the successful completion of our IT systems integration in the fourth quarter. This milestone concluded our UAE integration journey, leaving us as a fully unified bank able to provide enhanced banking products and services to our customers.

FAB delivered a strong set of financial results in 2018, recording a Group Net Profit of AED 12.0 Billion, an increase of 10% from 2017. Our full year cost-to-income ratio improved to 25.9% from 27.7%, reflecting the bank's continued progress in delivering cost efficiencies across the organisation.

Approximately 75% of our 2020 cost synergy run-rate target has been achieved so far, with further synergies set to be unlocked through process simplifications, automation and network optimisation.

Reflecting FAB's continued focus on disciplined, strategic growth, the bank continued its international expansion in 2018 and commenced operations in the Kingdom of Saudi Arabia, the region's biggest economy. Meanwhile, in Egypt, the Arab world's most populous country, we grew our personal and corporate banking offerings.

With our UAE integration activities complete, 2019 will be the year in which we begin to unlock our full potential as one of the world's largest and safest banks. We will continue to invest in creating the most customer-friendly banking experience in the region and look forward to supporting Ghadan 2021,

a three-year AED 50 billion economic stimulus package announced in 2018 by the President of the United Arab Emirates, His Highness Sheikh Khalifa bin Zayed Al Nahyan. As the UAE's most international bank, FAB aims to build bridges between people, markets and cultures at home and abroad during the coming 'Year of Tolerance'.

Thank you for your ongoing support.
Yours sincerely,
Abdulhamid Saeed
Group Chief Executive Officer

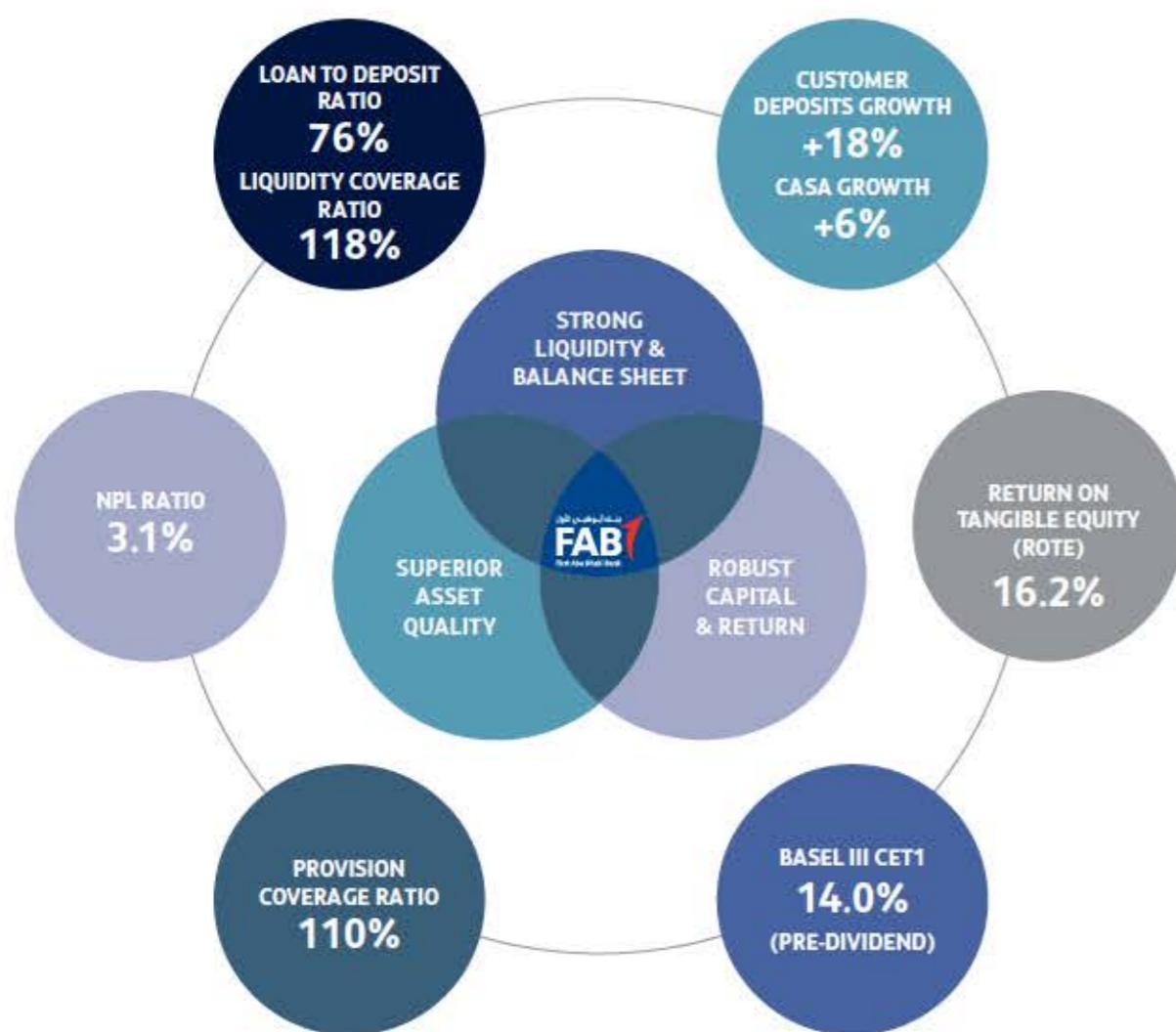


Financial Performance

Moving from strength to strength

FAB delivered a strong set of results for the year ended 31 December 2018, reporting a full-year group net profit of AED 12.0 Billion. This was an increase of 10% from 2017 and a remarkable achievement delivered in the context of our final UAE integration activities.

Key Financial Highlights



Our full year group revenue was broadly in line with 2017, a resilient performance given challenging market conditions against a strong comparative period in 2017 which included opportunistic investment gains. Total cash dividends of AED 8.06 Billion, amounting to AED 0.74 per share, were declared and paid for 2018. This is a record total for the bank and a 6% increase on 2017, underscoring our firm commitment to maximising shareholder returns.

FAB further strengthened its balance sheet and financial ratios in 2018, with loans and advances at AED 353 Billion and customer deposits at AED 465 Billion, representing year-on-year increases of 7% and 18% respectively. Our liquidity position and funding profile remains comfortable, with the bank's Liquidity Coverage Ratio at 118%.

Our cost-to-income ratio (excluding integration costs) of 25.9% marks a significant improvement from the 27.7% registered in 2017, as FAB continues to realise cost synergies and underscore its standing as one of the world's most efficient banks.

As of 31 December 2018, FAB had total assets of AED 744 Billion, up 10% from 2017 and maintaining our position as the largest lender in the UAE and one of the largest in the region. The group presented healthy asset quality metrics across corporate and retail portfolios in 2018 with Non-Performing Loans (NPL) of AED 11.5 Billion, and a stable NPL ratio at 3.1%. Adequate provision buffers post IFRS9 implementation and Purchase Price Allocation, coupled with risk optimisation in Personal Banking, led to a 28% reduction in net impairment charges year-on-year, translating to a cost of risk (on loans and advances) of 48 basis points, down 21 basis points from the previous year.

Our capital position remained robust in 2018 with Common Equity Tier 1 (CET1) ratio at 14.0%, or 12.4% post dividend, and Capital Adequacy Ratio (CAR) at 15.7% comfortably in excess of regulatory requirements considering FAB's Domestic Systemically Important Bank (D-SIB) status. FAB continued to leverage its status as the only AA- or equivalent rated bank in the MENA region and one of the safest banks worldwide. 2018 was a milestone year on the wholesale funding side, with the Group raising over USD 2.3 Billion across multiple currencies and geographies while navigating volatile market conditions. This included a benchmark USD 650 Million RegS Sukuk issuance in the first quarter of 2018. 2018 also saw the bank further diversify its investor base in Europe and Asia through the successful issuance of public local currency bonds.

Performance by business

Corporate and Investment Banking Group (CIB) delivered a solid performance in 2018, achieving double-digit growth in balance sheet and revenue despite increased competition and market volatility. This standout performance was driven by growth in Global Transaction Banking, Global Markets and Global Corporate Finance. Operating costs were significantly lower year-on-year, reflecting ongoing post-merger cost synergies and improved efficiency across the business.

Personal Banking Group (PBG)

PBG delivered a good performance in 2018 in spite of market headwinds and strong competition. Net profit and risk-adjusted returns improved significantly from 2017, due to a reduction in operating expenses and impairment charges.

In a landmark fourth quarter, we unified legacy IT systems into a single platform, allowing FAB customers to open and manage their accounts through single channels and processes. In line with its commitment to innovation, PBG signed a memorandum of understanding with the government of Abu Dhabi to co-develop a full digital payment solution, while launching enhanced online and mobile banking services for its customers in the fourth quarter.

International Banking Group

Revenue from our international operations grew 7% year-on-year, with contribution to group revenue increasing to 13.3% from 12.4% in 2017. The international loan book recorded solid growth year on year with a notable contribution from Asia-Pacific and the MENA region, while liquidity position remained strong.

The Group's international value proposition was under review, with operations outside of the UAE realigned to deliver maximum value going forward.

Group Revenue by Business



Personal Banking
1%
10%
51%
Subsidiaries
Head Office
Corporate & Investment Banking

Group Revenue by Geography



UAE
87%
10%
3%
Europe, Americas, Middle East & Africa (EAMEA)
Asia-Pacific (APAC)

Financial Summary

Income Statement - Summary (AED Mn)	Note	FY'18	FY'17	YoY %
Net interest Income		13,026	13,106	(1)
Fees & commissions, net		3,392	3,362	1
FX and investment income, net		2,869	2,586	11
Other non-interest income		159	479	(67)
Total Operating Income		19,446	19,533	(0)
Operating expenses		(5,329)	(5,875)	(9)
Incl: Integration costs		(295)	(473)	(38)
Amortisation of intangibles (merger-related)		(181)	(138)	31
Impairment charges, net		(1,726)	(2,384)	(28)
Non Controlling Interests and Taxes		(381)	(358)	6
Net Profit		12,011	10,915	10
Basic Earning per Share (AED)	a,h	1.06	0.96	10

a) Basic EPS based on attributable profits to equity shareholders' excluding Tier 1 notes coupon (FY'18: AED 523 Mn) and outstanding shares

Balance Sheet - Summary (AED Bn)	Note	FY'18	FY'17	YoY %
Loans and advances, net		353	330	7
Customer deposits		465	396	18
CASA (deposits)	b	159	150	6
Total Assets		744	669	11
Equity (incl Tier 1 capital notes)		102	102	(0)
Tangible Equity	c	71	71	0

b) CASA deposits include current, savings and call accounts; Dec 2017- has been reclassified to include call accounts

c) Tangible equity is shareholders' equity net of Tier 1 capital notes, goodwill & intangibles

Key Ratios (%)	Note	FY'18	FY'17	YoY (bps)
Net Interest Margin	h	2.35	2.48	(13)
Cost-Income ratio (ex-integration costs)		25.9	27.7	(178)
Cost of Risk (bps)	d,e,h	48	69	(21)
Non-performing loans ratio	d	3.1	3.1	6
Provision coverage	d	110	120	(1002)
Liquidity coverage ratio (LCR)		118	112	629
Return on Tangible Equity (RoTE)	f	16.2	14.6	154
Return on Risk-weighted Assets (RoRWA)	h	2.5	2.3	20
CET1 ratio	g	12.4	12.8	(44)
Capital Adequacy ratio	g	15.7	16.2	(49)

d) As 2018 ratios are based on IFRS9 accounting and ratios for prior periods are based on IAS39 accounting, they may not be fully comparable

e) On Loans and Advances

f) Return on Average Tangible Equity, annualised; based on attributable profit to equity shareholders' excl coupon on Tier 1 capital notes

g) As per UAE Central Bank's Basel III framework; Dec 17-ratios are without considering the transitional arrangements

h) Annualised

Rounding differences may appear in above table

Concluding Our Integration Journey

“Given the level of complexity involved in unifying our legacy IT systems, the successful completion of our UAE integration journey in less than two years is testament to FAB’s robust risk management framework and continued focus on execution. We begin 2019 as a fully unified entity, ready to deliver enhanced products and services for our customers, and maximum value to our shareholders.”

Abdulhamid Saeed
Group Chief Executive Officer

In an historic moment for the Group, FAB ended 2018 as a fully unified bank, thereby concluding its UAE integration journey in less than two years. The final milestone in this journey was our systems integration, a complex undertaking in the fourth quarter whose success is testament to the bank’s continued focus on execution and robust risk management framework. Preparations included five dress rehearsals over a period of 9 months, covering all potential scenarios and allowing systems integration to take place with minimal disruption to the bank’s operations.

All integration milestones were delivered on schedule in 2018, including PBG product and pricing harmonisation along with the rebrand of the bank’s Islamic financial services to FAB Islamic. Cost synergies continued apace with approximately 75% of the 2020 cost synergy run-rate target achieved to date and a full-year cost-to-income ratio of 25.9%, down from 27.7% in 2017. These achievements reflect our

disciplined growth strategy and further cost synergies are expected from ongoing process refinements, simplification and automation in 2019 and 2020.

Looking ahead, the Group can now begin to unlock the full potential of a fully unified bank with a strong focus on customer experience, digitisation and continued growth. In this regard, the strategic review of FAB’s international value proposition is close to completion, with operations outside of the UAE realigned to drive growth and deliver maximum value moving forward. This is exemplified by the bank’s expansion into Saudi Arabia and increased offering in Egypt, two crucial markets for 2019 and beyond.

Reflecting on our successful journey

Merger announcement

Legal merger completion

Unification of legacy systems
final milestone of UAE integration journey

Finalisation of organisation structure and operating model

Harmonisation of Group policies and risk framework

Product and pricing harmonisation

Strategic alignment of international operations

Network and channels rebranding

Launch of key strategic initiatives

Process refinements and automation

Ongoing network optimisation

Leading market position

Optimised network and processes

Excellent progress in delivering cost synergies

Expansion in Saudi Arabia underway

Strongest combined credit ratings of any other bank in MENA (AA- or equivalent)

Market Overview

2018 was an unstable year for global markets. Higher interest rates in the US, trade wars, coupled with uncertainty over Brexit, and increased geopolitical tensions impacted market conditions and was a significant contributor to slowing economies in key markets.

The hydrocarbon industry was the primary contributor for growth in the UAE in 2018, with output rising to a record high of over 3.3 million barrels per day by the end of the year. The UAE's crude oil production was nearly 3% higher than in 2017, and this helped offset the slowdown in the non-oil sectors of the economy. However, an aggressive re-pricing in the rates market and shift by investors toward a risk-off bias resulted in a reversal of the year-to-date oil price gains.

Inflation remained anchored in the region in 2018 as global growth expectations moderated, after spiking initially in Q1 2018 in the wake of the UAE and KSA implementing VAT.

GCC GDP growth nonetheless strengthened in 2018 to 2.7%, from the dismal 0.5% in 2017 according to the IMF and is now expected to register further gains in 2019 to +3.5% as oil prices edge higher, supported by OPEC/NOPEC oil production adjustments.

The UAE remained the most diversified economy in the region in 2018 but similar structural changes are also now being adopted in all six GCC countries particularly Saudi Arabia, which has embarked on a massive economic and social reform

programme called 'Vision 2030'.

A modest rate of growth is expected in 2019 as the pace of monetary tightening slows against a backdrop of softening global trade, weakening financial market sentiment, and elevated uncertainties. According to the IMF, global growth should moderate from 3.7% in 2018 to 3.5% in 2019.

In the Middle East, oil price recovery in the opening weeks of 2019, coupled with the prospect of rising public investment and easing fiscal consolidation, is expected to prove supportive for oil exporting countries, while oil importers should continue to benefit from policy reforms.

In the UAE, we expect real GDP to accelerate to 3.2% in 2019, up from an estimated 2.9% in 2018, and buoyed by a 17% rise in federal government spending. A series of reforms and incentives announced during 2018, are expected to improve UAE business competitiveness over the medium term, attract Foreign Direct Investment (FDI), and contribute to non-oil private sector growth.

In Abu Dhabi, the Ghadan 2021 stimulus plan is expected to contribute AED 60-70 Billion to GDP over the next three years, supporting economic growth and diversification in line with the Abu Dhabi Economic Vision 2030. Of the AED 50 Billion assigned to the three-year plan, AED 20 Billion has been allocated to the 2019 development programme.

Our Strategy

Our Vision - Creating value for our customers, employees, shareholders and communities to grow stronger through differentiation, agility and innovation.

Strategy Pillars

Regional dominance & international relevance in CIB



Leverage unique position as the largest and most advanced corporate bank in the region



Drive value from scale
Realise advantages of scale from our current position as one of the largest banks in the region

Growth and leadership in PBG



Step change propositions and disrupt distribution model in UAE, while accelerating international growth



Mobile-centric digitisation



Transform customer experience and enable efficiency & top line growth (within & beyond banking)

Talent mobilisation



Drive the transformation as one team, while becoming a magnet for the best global talent

Corporate and Investment Banking (CIB) Group



FAB's award-winning CIB franchise offers a diverse and sophisticated portfolio of products and services including Credit facilities, Global Transaction Services, Corporate Finance, Islamic Finance and Global Markets products for both UAE and international clients.

Our achievements

CIB delivered a strong performance during 2018, as the business continued to demonstrate leading capabilities regionally and internationally, while successfully navigating competitive headwinds and market volatility. All of our coverage teams had a significant year, exceeding targets and demonstrating the strength of our client-centric model.

Global Corporate Finance

Global Corporate Finance (GCF) specialises in corporate loans, bonds and equities. We have significant experience in the origination, structuring, pricing and distribution of debt and equity products.

In 2018, we saw a material uptick in debt capital market activity across Asia Pacific and MENA, with deals executed totalling USD 4.4 Billion. Of particular note is the first DCM transaction in Saudi Arabia, through our recently-established investment banking subsidiary. This was a key milestone for the Group as it strategically leverages opportunities in a new market and the region's largest economy.

FAB led more deals than any other bank in

the Middle East and North Africa (MENA) and GCC loan markets in 2018, as bond and sukuk league tables continued to be influenced by major sovereign transactions.

Global Markets

Our Global Markets operation benefits from our position as the strongest bank in the UAE with access to diverse sources of liquidity. We have a presence throughout the MENA, Asian and African markets and our dedicated Markets Research team provides timely insights on market movements. Our e-commerce trade execution platform offers clients complete control over their trades using world-class technology. Operating income grew 14% year-on-year driven by higher returns from ALM and credit portfolios despite volatile market conditions, and fewer liquidations compared to 2017. Increased client activity and continued strength in flow products resulted in significant revenue growth in GM Sales, which exceeded AED 1 Billion for the first time.

Global Transaction Banking (GTB)

Global Transaction Banking (GTB) performed well in 2018. Revenue grew 22% year-on-year driven by our cash management business on the back of rate hikes, new client mandates, and the conversion of escrow business

opportunities. Momentum from trade finance activity was sustained resulting in higher unfunded balances and an increase in fee income. The number of clients on-boarded and transacting through GTB's e-channels also significantly increased during the year, enhancing the speed, transparency and convenience of transactions.

Dominant regionally and relevant internationally

With our IT systems successfully unified in the fourth quarter of 2018, we are now able to provide clients with harmonised products and services and act as the preferred bank for large corporates and medium-sized businesses.

FAB's international business, built around regional expertise and strong relationships, remains a key competitive advantage with operations in 17 countries outside the UAE. With a wholesale-driven international strategy, it is a key differentiator and a significant contributor to both liquidity and risk diversification. Lending activity in the UAE, regionally and in Asia Pacific was sustained in 2018, with the overall CIB loan book expanding year-on-year.

Recognition

Our achievements in 2018 are reflected in the numerous awards that the bank

received during the year. These include being recognised as the:

- Most Innovative Investment Bank from the Middle East - The Banker/FT (third year in succession)
- Best Investment Bank in the UAE - Euromoney (second year in succession)
- Best Investment Bank in the UAE - Global Finance
- Best Equity Bank in the Middle East - Global Finance
- Best New Islamic Bank Award Globally - IFN
- Best Trade Finance bank in MENA - Global Trade Review
- Best Cash Management Bank in UAE - International Finance Magazine

Looking Ahead

A key priority is to strengthen and maintain our market leading position in the UAE and become a regional bank of choice for Corporate and Investment Banking clients. We will also focus on becoming a relevant player in key international markets such as KSA, Egypt and across Asia. This will be coupled with ongoing expansion and simplification of our product offering and investment in our digital capabilities to meet the ever changing requirements of our customers.

LEAGUE TABLE RANKINGS

#1 Bookrunner of MENA Syndicated Loans

for second consecutive year, nearest regional bank competitor is #10



of MENA Syndicated Loans



Bookrunner of MENA Bonds and Sukuk¹



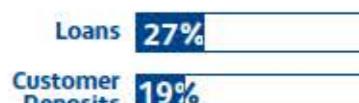
Bank for MENA Liability Management



UAE custodian

Personal Banking Group (PBG)

PBG Contribution to Group FY'18 metrics



Customer Deposits **19%**



Profit After Tax **33%**

With a focus on the diverse needs of the retail, affluent, private banking and SME customer segments, the Personal Banking Group (PBG) offers a wide range of attractive products, from current accounts, deposits, credit cards and loans for day-to-day banking needs to more sophisticated investment solutions and small banking products and services.

Our achievements

PBG delivered a strong performance in 2018, with profitability improving on the back of a reduction in operating expenses, coupled with a decrease in impairment charges. Operating income was lower year-on-year, principally due to the impact of risk-asset optimisation on interest and non-interest revenue sources.

Through successful digital lead-sourcing and product campaigns, PBG's loan portfolio grew sequentially during the year, leading to renewed momentum in personal lending and credit cards. Customer deposits saw a healthy growth in 2018, boosted by higher CASA balances.

During the second quarter of 2018, FAB announced plans to integrate the business of its consumer finance subsidiary, Dubai First, into PBG, as part of the bank's ongoing integration journey and efforts to optimise its operations, products and services. FAB also organised the National Housing Exhibition in September, which was attended by over 7,000 potential customers.

As of the end of December 2018, FAB's domestic network comprised 79 branches and cash offices compared to a count of 103 a year prior. This reflects the bank's continued efforts to improve operating efficiency and leverage digital solutions through a 'smart' multichannel distribution model.



Serve all types of customers



Full suite of products



Large distribution network

79

branches and pay offices in UAE with a presence across all 7 emirates

More than

2.5Mn

customers

Enhanced customer experience

During 2018, the business continued to focus on delivering distinctive propositions, improving customer service and growing acquisitions in a highly competitive market, while increasing reliance on digital channels to drive sales and enhance productivity. Following FAB's successful systems integration in the last quarter, PBG launched a new online banking platform and mobile banking app, reflecting our commitment to digital transformation for an enhanced customer experience. PBG also continued to enhance offerings across Private Banking, Elite and Business Banking.

New offerings

In 2018, PBG successfully launched the UAE's first fully-featured digital wallet, 'Payit', which allows its users to send and receive money instantly at any time of day, make payments through merchant partner applications, websites or by scanning QR codes, as well as split bills with friends and track their spending. PBG also continued to build on its strong

merchant portfolio, launching its online analytics tool, Merchant Portal, while the Business Banking team witnessed significant growth across liabilities. The business also launched its product offering in Saudi Arabia.

Recognition

FAB investment managers were recognised by Global Investor Group and awarded UAE Asset Manager of the Year and Sukuk Manager of the Year 2018.

Looking Ahead

Going forward, our key focus is to continue to be a leading retail franchise in the UAE and to build a strong presence in selected international markets such as KSA and Egypt. We will also focus on developing our digital capabilities and continue in our efforts to leverage customer driven data to build differentiating customer value propositions with competitive product and services across all our customer segments.



Our People

At FAB, we have established a work culture that puts our customers at the heart of everything we do, delivering superior value and sustainable growth for our shareholders.

2018 highlights

As part of our efforts to drive efficiency and improve cost management, we undertook a compensation review in the UAE and harmonised policies and procedures across our international locations to ensure alignment across the group.



Our workforce*	
Total number of employees (FTE)	5,451
Number of UAE-based employees	4,184
Number of international employees	1,267
Percentage of women in the workforce	39%
Number of nationalities (FTE)	82
Emiratisation ratio (UAE-based)	32.8%
Total Emiratis hired	253

* Full time employees (FTE), excludes outsourced and other contract staff

We also continue to invest in people and technology to create the most customer-friendly banking experience possible and to support the growth ambitions of our shareholders.

Talent Acquisition

To meet the strategic growth aspirations of the bank, the HR team recruited key talent at all levels of the organisation in 2018,

which included focused hiring for revenue generating, risk and integration roles. Other hires supported significant growth in Egypt, our expansion into Saudi Arabia, as well as upgraded senior leadership positions in the UAE and internationally.

FAB has proven to be a highly desirable employer in the region and, through a wide

range of platforms including social media, university open days, career fairs and advertising, we received over 400,000 job applications from across the world in 2018 to help us identify the right talent for the bank. Our Talent Acquisition team was nominated for Best Talent Acquisition Team (UAE) and Best Employer Brand at the LinkedIn Talent Awards after a challenging selection process from more than 1000 organisations across the MENA region. This achievement is testament to our commitment to acquiring and developing the right people to support FAB's strategic priorities, as well as our leveraging of both digital and offline channels to engage talent from across the world.

UAE National Development

As the largest bank in the UAE, we remain steadfast in our commitment to invest and contribute to the country's development by investing in its people. Our Emiratisation Strategy focuses on delivering a unique Employee Value Proposition based on the three key pillars of Talent, Development and Engagement.

This year FAB partnered with the Ministry of Human Resources and Emiratisation (MoHRE) for successful recruitment of UAE nationals. We also welcomed 253 UAE nationals to the bank, of which 87 were fresh graduates who started their career with us as part of our Nujoom Management Training Programme, an 18-month accelerated development programme to develop the best talent for the future. We also welcomed 99 female Emirati colleagues from the Northern Emirates as part of our 'work from home' initiative, which aims to support Emirati females to balance their professional aspirations alongside personal responsibilities.

Learning offerings for our Emirati Talent

In 2018, FAB rolled out several learning programmes for the development of Emirati colleagues. These programmes aim to equip participants with the knowledge and skills to take up future leadership positions at FAB and in the wider region. Over 1300 UAE nationals participated in the programmes in 2018, which ranged from entry level technical capabilities to senior leadership development programmes, delivered in partnership with world-class learning providers.

Our mission is to ensure that every Emirati colleague has access to the best learning tools to improve in their current role and to enhance skills which will prepare them for the next. To this end, we offer the following bespoke development programmes for our Emirati talent:



The bank also offers a coaching programme to high-potential UAE nationals to identify and develop their skill sets. We have also partnered with Abu Dhabi Global Markets (ADGM) as well as a reputed consultancy to deliver functional programmes as part of the FAB Business School learning curriculum, in order to develop the skills of our people in critical roles across the group. To date, our development programmes have supported over 100 Emiratis to progress into senior roles across the organisation, enabling them to embrace new challenges and grow stronger.

FAB Business School

At FAB, we aim to provide our colleagues with the best-in-class learning solutions to help them deepen their knowledge and support their professional development. Since integration was our key focus in 2018, FAB Business School designed and offered over 200 online learning modules to ensure that colleagues were well aware of the bank's integration activities, processes and systems. These modules were tailored to suit the needs specific functions across the bank and will enable us to deliver a unified banking experience to all our customers now that our IT systems integration is complete.

FAB Business School also partnered with banking specialists to offer our employees a wide range of functional curriculums, certifications and qualifications to help them strengthen their functional and behavioral capabilities. As part of our talent development efforts, our Leadership Centre of Excellence rolled out leadership training programmes in partnership with world-renowned institutions such New York University (NYU), INSEAD and Harvard Business Publishing ME to ensure that we provide the right development plan for all of our leaders across the bank.

2018 also saw FAB Business School launch its Responsible Banker programme which comprises essential knowledge on risk, compliance, our core businesses and products, as well as insights as to how employees can live the FAB Values.

Organisational Development

In 2018, FAB's Organisation Development team rolled out diverse programmes which helped embed our values across the bank and shape a culture based on employee engagement and recognition. During the year we introduced a range of engagement programmes for our colleagues to help build positive relationships, recognise achievements, improve wellbeing, and promote FAB's values. To this end, we implemented a number of quarterly and annual recognition initiatives to celebrate those who achieve excellence in embodying our values.

FAB's approach to sustainability

As the UAE's largest bank and one of the largest in the MENA region, FAB has a significant opportunity to shape a sustainable future for its customers, employees and shareholders wherever we operate. FAB's approach to sustainability is embedded throughout all facets of the bank, as we seek to generate greater economic, social and environmental value for our stakeholders.



2018 highlights



Included in the MSCI Emerging Markets Index and FTSE4Good Emerging Index – reinforcing FAB's position as a regional leader in sustainability



Acted as bookrunner for a benchmark Green Bond Issue for State Bank of India, with the funds earmarked for clean energy projects



Put a special policy in place to 300 employee volunteers to take four days volunteering leave and take up roles at the Special Olympics World Games being held in Abu Dhabi in 2019



From January to July 2018, over 1,000 employees participated in FAB's blood donation campaign and helped make a difference to 3,000 lives



Acted as arranger for the MENA region's first Green Loan, providing funding to Masdar for global clean technology and sustainable real estate projects



Received a B score by CDP for our climate change response, once again demonstrating our environmental leadership among UAE banks



FAB issued its first post-merger sustainability report, meeting the growing demands of regional and international investors for environmental, social and governance (ESG) information



Launched #PeopleWithPurpose volunteering programme to support FAB's corporate community investment commitments and help employees to embody our values

Looking ahead

FAB aims to preserve and further strengthen its position as a regional leader in sustainability across the financial sector and the wider business community. We will further align our operations with international best practices as part of our three-year corporate roadmap and continue to deliver top shareholder returns in a sustainable way.

The bank will continue to make strides in addressing climate change, sustainable investing and lending, responsible employment and governance, as well as ethics and risk management. This will be achieved by taking a holistic approach to sustainable development and the bank's obligations as a responsible corporate citizen. Through its green bond, FAB

plans to continue to lend, invest and facilitate a total of \$10 billion of financing within the next 10 years for environmentally sustainable projects.

FAB is committed to maintaining a strong relationship with our stakeholders, from shareholders and investors, to governments, regulators, local communities, suppliers and our employees. We will maintain a high degree of transparency when reporting on our sustainability priorities and the impact of our operations. FAB is committed to providing as much useful, up-to-date information as possible to its stakeholders and to keep them informed through a variety of mechanisms, both financial and non-financial.

Sustainability focus areas

Aligned to the Sustainable Development Goals (SDGs), our priority areas for sustainability are as follows:

Responsible banking

To achieve long-term success in today's financial world, we believe that taking a responsible approach to banking is paramount.

Governance, integrity and risk management

Our strong governance framework creates the parameters for responsible management, accountability and decision-making at FAB, while assuring the highest ethical behaviour in everything we do.

Responsible employment

Our outstanding team of talented and empowered individuals is the foundation for our current success and the key to our future.

Positive social impact

We strive to be a respected community partner that understands local needs and shapes long-term relationships.



**H.H. Sheikh Tahnoon
Bin Zayed Al Nahyan**
Chairman
National Security Advisor
Chairman of Royal Group



**H.E. Sheikh Ahmed Mohammed
Sultan Al Dhaheri**
Board Member
Chairman of Bin Suroor Engineering
Vice Chairman of Abu Dhabi
National Hotels Company



**H.E. Mohammed Thani
Al-Romaithi**
Board Member
Chairman of the Federation of UAE
Chambers of Commerce and Industry
Board Member of Al Ethad
Credit Bureau



**H.E. Nasser Ahmed
Al sowaidi**
Vice Chairman of the Board
Chairman of ETECH



**H.E. Khaldoon
Khalifa Al Mubarak**
Board Member
CEO and MD of Mubadala
Investment Company
Chairman of the Executive Affairs Authority
of the Government of Abu Dhabi



**H.E. Mohamed Saif
Al Suwaidi**
Board Member
Director General of Abu Dhabi
Fund for Development
Board Member of DP World
and Agthia



**H.E. Jassim Mohammed
Al Siddiqi**
Board Member
CEO and MD of Abu Dhabi
Financial Group (ADFG)
Chairman of Shuaa and
Eshraq Properties



**H.E. Khalifa Sultan
Al Suwaidi**
Board Member
Executive Director at the Abu Dhabi
Investment Council (ADIC)
Board Member of UNB, ADIC
and Barakah One



**H.E. Sheikh Mohammed Bin Saif
Bin Mohammed Al Nahyan**
Board Member
Chairman of Abu Dhabi National
Insurance Company (ADNIC)
Chairman of Risk Management
Committee of ADNIC

SENIOR MANAGEMENT



Abdulhamid Saeed
Group Chief Executive Officer

André Sayegh
Deputy Group CEO & Group
Head of Corporate and
Investment Banking

James Burdett
Group Chief Financial
Officer

Zulfiqar Ali Sulaiman
Group Head of International
Banking & Group Chief
Operating/Integration Officer

Fadel Al Ali
Group Chief Customer
Experience and Digital
Officer

Arif Shaikh
Group Chief Risk Officer

Shirish Bhide
Group Chief Credit Officer

Karim Karoui
Group Head of Subsidiaries,
Strategy and Transformation

Peter Baker
Group Chief People Officer

Hana Al Rostamani
Group Head of
Personal Banking

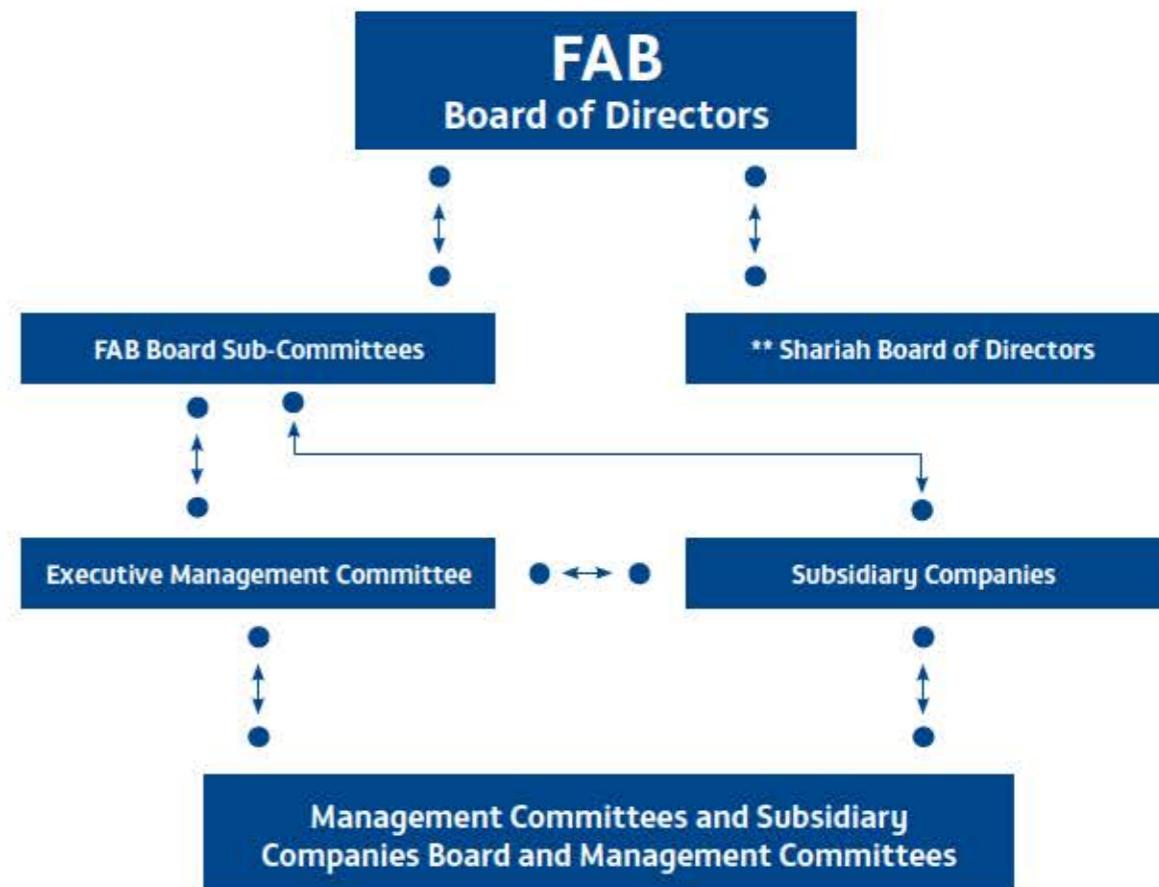
Nurendra Peerera
Group Chief Audit Officer

Corporate Governance

Since the merger, FAB has committed itself to creating a corporate governance framework that is designed to improve the quality of decision-making across the organisation and build strong relationships with stakeholders through a transparent structure that supports high-quality disclosures. FAB is highly focused on achieving best practices in corporate governance, business integrity and professionalism. The bank approved a corporate governance framework which is aligned with its strategic objectives and reflects applicable regulatory guidelines, including those of the Central Bank of the UAE ("CBUAE") and its other regulators. FAB's governance structure also includes a strong, ethical code of conduct which all employees must be aware of and comply with in their daily interactions.

FAB's overarching corporate governance protocols are overseen by the Board, which directs the Group's affairs and works with Executive Management to set the bank's strategic objectives. FAB is driven by the selection of productive strategies and management of risk. It also has a closely monitored delegation of authority framework that supports the need for independence in decision-making and escalation of reporting, with clearly articulated individual and collective accountabilities and compliance with all applicable laws and regulations. This allows the bank to satisfy the interests of stakeholders through transparent and material disclosures, meets its regulatory obligations and engage positively and transparently with the community and its customers.

High-level overview of the FAB Corporate Governance Framework
FAB is governed by a framework of boards and committees. Following the merger, the bank undertook a comprehensive structural review of the management committees as part of its continuing work to establish a streamlined and effective reporting structure to the Board Committees. This included a review of the charters for each committee in order to maximise the efficiency of operations and to ensure clear lines of accountability for decisions. The corporate governance framework identifies the responsibilities and accountabilities for: the Board and individual Board Directors, Board Committees, the Executive Committee and its supporting Management Committees, and the organisation's support and control functions.



*Indicates flow of information and not reporting lines

** The bank also operates a Sharia Supervisory Board which advises all relevant parts of the FAB business on key aspects of its Islamic activities.

Board of Directors

Pursuant to the FAB Group's Articles of Association and in accordance with Federal Law No. 2 of 2015 concerning Commercial Companies, FAB Board of Directors consists of nine (9) members.

The composition of the Board satisfies the generally acceptable corporate governance practice relating to the separation of Chairman and Group Chief Executive and the majority membership of non-executive Directors. The Board considers that a Director is independent if neither himself nor any of his first-degree relatives have been a member of the Senior Management of FAB during the last two years or has a relationship that creates any financial transactions or deals with FAB or any of its subsidiaries totaling a value of 5%

of the paid-up capital of FAB, or exceeds AED 5 million (or an equivalent amount in a foreign currency, whichever is less).

The Board of FAB has overall responsibility for directing the Group's affairs, to create and preserve value through the group's operations, and to consider the shareholders' and other stakeholders' interests. The Board, either directly or through its committees, is responsible for oversight in the following areas: strategic planning, defining risk appetite, the identification and management of risk, capital management, fostering a culture of integrity, internal controls, succession planning and evaluation of senior management, communication, public disclosure and corporate governance. It has documented its roles and responsibilities in a Board Charter

and associated policies. The Board Charter and a number of associated policies have been reviewed and amended as necessary to reflect the evolution of the bank following the merger. This includes a comprehensive Code of Conduct for Directors which reflects their role in setting the tone for the conduct of the whole organisation. The Board delegates its authority to Executive Management through the Board and Board Committees and the delegation of authority framework.

Aside from certain authorities and powers reserved by the Board for its own decision-making, the Group Chief Executive is delegated full responsibility for the management, operations and compliance of FAB. To satisfy its oversight role, the Board has defined a clear control structure, which monitors management activities, in addition to creating supporting controls and reporting structures both internal and external to the bank. The delegation and control structure is also subject to compliance with and oversight by regulators and third parties, including the CBUAE and the Securities and Commodities Authority of the UAE (“SCA”), and regulators in jurisdictions where FAB operates.

Board Sub-Committees

To enable the Board to carry out its objectives, authority is delegated to the committees appointed by the Board as required. The Board has established the following four Board sub-committees:

Board Management Committee (BMC)

The BMC approves and oversees execution of the FAB Group’s business plan as per the strategy approved by the Board, and oversees and reviews material aspects of the Group’s business.

Board Audit Committee (BAC)

The BAC ensures the quality and integrity of financial statements and financial reporting, including oversight of the internal and external auditor, and assesses the effectiveness of internal control, risk management and governance systems.

Board Risk and Compliance Committee (BRCC)

The BRCC provides oversight and advice to the Group Board in relation to current and potential future risk and compliance exposures of the FAB Group. It also considers and helps direct future risk strategy, including the determination of risk appetite and tolerance, and the promotion of a risk and compliance awareness culture among the Group.

Board Remuneration and Nomination Committee (REMCO)

The REMCO oversees the composition of the Group Board Directors and succession planning for the Group Executive Committee members. It also reviews FAB’s reward policy framework.

Each of these committees remains an integral part of the Board and its members are Directors of the Board. The remit of these Committees is to research and consider topics in greater detail and provide recommendations to the Board, to manage conflicts of interest, to satisfy regulatory requirements, provide leadership, satisfy the interests of shareholders and provide management oversight to ensure the proper governance of the Group. The Committee Charters are reviewed annually to align closely with the evolving business and structure of the Group.

Sharia Supervisory Board

FAB is supervised from a Sharia perspective by a Sharia Supervisory Board (SSB) who are appointed by the Board of Directors (BOD) of the bank. The SSB consists of renowned and qualified Sharia scholars who are responsible for ensuring that all of the bank’s Islamic banking products, services and operations are in compliance to the Sharia principles, and reviewing them on an ongoing basis. The bank’s Islamic banking operation regularly seeks the guidance of the SSB on matters relating to Sharia. The SSB also supervises the bank’s Islamic subsidiaries in all matters related to Sharia. These subsidiaries are First Abu Dhabi Islamic Finance Pvt. JSC and Aseel Finance Pvt. JSC respectively.

FAB also has an Internal Shariah Unit (ISU) consisting of personnel qualified in Sharia and Islamic banking. ISU is responsible for managing and performing all related Sharia functions including Sharia review, advisory and structuring; Shariah Secretariat to the SSB; Shariah research and training; Shariah audit; and Shariah risk management.

Management Committees

FAB has a number of management committees, including the Executive Management Committee. The management committees’ structures helps drive senior-level management decision-making within the bank across a range of matters including the management of issues pertaining to strategy, finance, capital, risk, operations, information technology and employees. The Integration Steering Committee was prominent throughout 2018 and provided leadership for the integration of FAB’s products, services, IT platforms and supporting documentation. As noted above, the management committees

underwent a structural review in 2018 and the associate framework is constantly evolving to reflect the current direction of the bank. The composition, guiding principles and detailed roles and responsibilities of all FAB management committees are set out in their respective charters.

Subsidiary company and International governance

Dubai First Pvt. JSC, Aseel Finance Pvt. JSC, First Abu Dhabi Islamic Finance Pvt. JSC, and FAB Securities LLC are regulated subsidiary companies of FAB in the UAE, and each operates within the bank’s overarching corporate governance framework. FAB subsidiary companies operate corporate governance frameworks suited to their business. They have their own Boards and supporting committees as required by applicable laws and regulations.

To assist, guide, direct and challenge the senior management of FAB subsidiary companies, the Board of Directors consists of senior professionals with substantial banking, finance, Islamic and risk experience. They are primarily FAB Group employees unless the legal and/or regulatory requirements mandate the need for independent (non-FAB) directors. However, these Directors are taken from a different line of business so that they can offer an independent perspective. The Board of Directors of FAB subsidiary companies have a majority of UAE Nationals as required under the UAE Commercial Companies Law and FAB is committed to developing the leadership skills of Emiratis through a strong Emiratisation programme.

In addition to its UAE subsidiaries, FAB has several international subsidiaries with their

own fully constituted Board and committee structure. However, the majority of the bank's international presence is through branches and representative offices, providing operations and services at a local level and supported by regional and Group management as appropriate. FAB has developed a risk control governance framework for each international location that sets out the governance structure including the senior management organisation structure, committees, decision-making forums and reporting lines.

Regulatory Compliance

FAB is regulated by the CBUAE and is therefore required to comply with CBUAE regulations, circulars and notices. In addition, FAB is required to comply with all applicable laws and regulations of the UAE, including, without limitation, the UAE Commercial Companies Law and the 2018 Federal UAE Banking Law, rules and standards established by the SCA and the bank's Articles of Association. FAB has a specialist compliance team that reviews new laws and regulations and assesses their impact on the bank, advising the Board as necessary through the Committee framework. FAB is also impacted by international regulations that have global or regional impact where the bank conducts business, such as BASEL III and the General Data Protection Regulations (GDPR). The bank is also mandated to comply with all international regulations in all jurisdictions where it operates. This is achieved through local compliance staff, with oversight and guidance provided as necessary at Group level. Senior management has the responsibility to ensure compliance with applicable laws and regulations across the geographic spread of the Group and report on such matters to the Board. Developing a strong relationship with regulators and partnering with them is

a key focus for FAB as it is considered good governance. This includes providing a response to regulator consultations through the UAE Banks Federation ("UBF").

The Board provides guidance and oversight in terms of risk appetite, significant compliance and risk strategies, as well as dealing with compliance and risk outcomes.

Codes of Conduct

In addition to the Board Code of Conduct noted above, the Bank has a comprehensive employee Code of Conduct which applies to Directors, employees and subsidiaries of FAB. The codes encourage appropriate behaviour, define inappropriate behaviour and the process and outcomes for the identification and reporting of such behaviour. Consistent with FAB's approach to employing high standards for transparency and disclosure for the benefit of shareholders and other stakeholders, the bank publishes a wide range of reports containing financial and non-financial data through its Investor Relations function, in addition to disclosures required for regulatory purposes. This includes FAB's first Environmental Sustainability Governance (ESG) report, which can be found on the bank's website.

FAB has established a number of functions committed to engagement and communication with external stakeholders. These include Investor Relations, Corporate Communications, Sustainability, Regulatory Compliance and Corporate Governance. In addition, internal transparency and disclosure is considered from operational, ethical and regulatory perspectives, ensuring that staff are aware of developments, strategies and risks pertaining to FAB, as well as their personal responsibilities and duties, whilst

protecting customer and personal data confidentiality, sensitive information and confidential commercial information. These considerations are embedded in the Employee Code of Conduct and the bank's values system. Shareholder rights and interests include powers reserved in the UAE Commercial Companies Law and FAB's Articles of Association and are supported by the duty of the Board to act in the best interests of the Company. FAB acknowledges that there are diverse interests within the shareholder base and the Board considers such interests when determining the objectives and strategies for the Group.

Executive Compensation

Executive Management compensation at FAB aims at achieving sustainable business growth and protecting stakeholder value. Our compensation structure contains a mix of fixed and discretionary variable pay. The fixed pay is aligned to external market benchmarks to ensure that senior leadership is adequately compensated and that there is relative stability at those levels.

Variable pay is linked to achievement of results as per the elements of the balanced scorecard (Financials, Customer, Process and People) as well as demonstration of their achievement in line with Bank's stated values. Managerial discretion is also applied to ensure that there is a true reflection of 'how' the business growth is achieved in addition to 'what' was achieved.

Additionally, adequate safety measures such as partial deferral of variable compensation are in place to ensure that decision making is on the basis of long term sustainability. Such deferrals are applied on the basis of the value of the discretionary variable pay and is commensurate with the level of decision making and impact to the business.

Recognition and Achievements

A key achievement in 2018 was the successful integration programme under the direction of the Integration Steering Committee as noted above. The bank also successfully provided a response to the CBUAE consultation on its proposed UAE Corporate Governance Regulations and Standards through the UBF, and will continue to provide its views and maintain constructive dialogue with its regulators moving forward.

Shareholder Information

2018/2017 Financial and Events Calendar

Date	Event
29/04/2018	Q1 2018 Financial Results Announcement
24/07/2018	Q2/H1 2018 Financial Results Announcement
22/10/2018	Q3/9M 2018 Financial Results Announcement
30/01/2019	Q4/FY 2018 Financial Results Announcement
25/02/2019	General Assembly Meeting
06/03/2019	Ex-Dividend Date
06/03/2019	Analyst & Investor Day

FAB Share Information

Listing Date	2000 ¹
Exchange	Abu Dhabi Securities Exchange (ADX)
Symbol	FAB
ISIN	AEN000101016
Number of Shares Issued	10,897,545,318
Closing Price as of 31 Dec 2018	AED 14.10
Market Cap as of 31 Dec 2018	AED 153.7Bn (USD 41.8Bn)
Foreign Ownership Limit	40% ²

1. This is referring to the listing date of NBAD shares on ADX
2. Foreign Ownership Limit increase from 25% to 40% approved by FAB shareholders at the General Assembly Meeting on 25 February 2019; effective 14 April 2019

FAB Index Weights

ADX (as of 31 Dec 2018) (as per Bloomberg)	43.7%
MSCI Emerging Markets Index	0.22%
MSCI Emerging Markets Banks Index	1.19%
FTSE Emerging Markets Index	0.25%

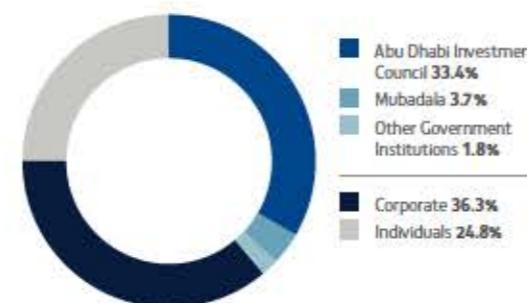
Ownership Structure as of December-end 2018

As of 31 December 2018, FAB's share capital stood at AED 10,897,545,318 divided into 10,897,545,318 shares of AED 1 each.

FAB Shareholding³ by Nationality



FAB Shareholding³ by Category



3 - Shareholding percentage based on total outstanding number of shares (issued less Treasury shares of 25,530,837)

Shareholder Returns & Share Price Information

Description	FAB 2017 (Pro forma)	FAB 2018
Returns to shareholders ¹ :		
Capital Gains ²	2.6%	2.6%
Cash Dividend Yield ³	6.8%	5.2%
Stock Dividends (Bonus shares) ⁴	—	—
Cash Dividend (AED/share)	0.70	0.74
Total Cash Dividends (AED Bn) ⁵	7.63	8.06
Cash Dividend Payout ⁶	73%	70%
Market Capitalisation (AED Mn)	111,700	153,655
Number of Shares Issued (Mn)	10,898	10,898
Price to Tangible Earnings ratio (on Basic EPS)	10.7x	13.3x
Price to Tangible Book ratio	1.6x	2.2x
Share Price (AED/share):		
High	11.55	14.84
Low	9.72	10.45
Closing as of 31 Dec 2018	10.25	14.10
Daily Average Volume (shares)	2,864,449	3,382,382
Relative Returns (capital gains):		
FAB vs ADX return	5.9%	25.8%
FAB vs MSCI EM Banks' Index return	(25.0)%	46.2%

1. Based on Issued Shares

2. Percentage change in price during the year (31 Dec'17 – 31 Dec'18)

3. Dividend yield based on cash dividends per share as a percentage of closing share price as on 31 December or last traded day of the relevant financial year

4. Shown as a percentage of face value

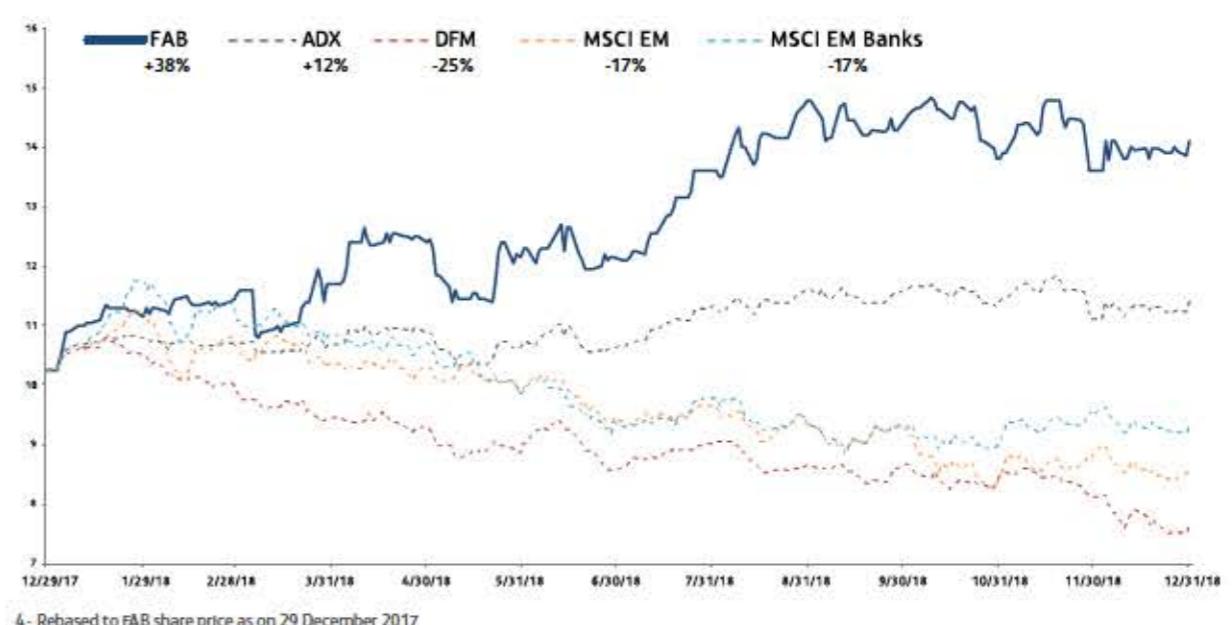
5. Based on number of shares issued as at 31 December of the relevant financial year

6. Dividend payout ratio based on cash dividends as a percentage of attributable profits (net profits after minority interest and payment on Tier-1 capital notes)

7. High / Low based on daily closing prices

Source: Bloomberg, FAB financials 2018, FAB Pro forma financials 2017

FAB Share Price Performance vs. Benchmark indices⁴ (rebased)



4. Rebased to FAB share price as on 29 December 2017

FGB-NBAD Merger

On 7 December 2016, the shareholders of First Gulf Bank ("FGB") and National Bank of Abu Dhabi ("NBAD") approved the merger of FGB and NBAD. The merger was effected through a share-swap transaction at an exchange ratio of 1.254 NBAD shares for every one share of FGB.

FGB shares were delisted from the Abu Dhabi Securities Exchange and on 2 April 2017 NBAD issued 5,643 million new shares to the shareholders of FGB. Following the completion of the merger, FGB shareholders owned approximately 52 percent of the combined bank and NBAD shareholders owned approximately 48 percent.

Upon the effective date of the merger, assets and liabilities of FGB were automatically vested into NBAD in consideration for the issue of shares in the new NBAD entity to existing FGB shareholders. On 24 April 2017, the shareholders approved the proposal to change the name of the combined bank to 'First Abu Dhabi Bank'.

Pro Forma Consolidated Statement of Financial Position

As at 31 December

Assets	2018 AED'000	2017 AED'000	2018 USD'000	2017 USD'000
Cash and balances with central banks	182,908,727	138,111,054	49,798,183	37,601,703
Investments at fair value through profit or loss	14,620,910	19,320,764	3,980,645	5,260,213
Due from banks and financial institutions	19,176,092	13,829,490	5,220,825	3,765,176
Reverse repurchase agreements	19,033,451	21,346,974	5,181,990	5,811,863
Derivative financial instruments	13,084,192	11,399,432	3,562,263	3,103,575
Loans and advances	353,205,228	330,465,888	96,162,600	89,971,655
Non-trading investments	90,433,574	88,457,710	24,621,175	24,083,232
Investment properties	7,388,493	6,927,692	2,011,569	1,886,113
Property and equipment	3,991,215	3,535,501	1,086,636	962,565
Intangibles	19,699,711	19,901,374	5,363,384	5,418,289
Other assets	20,583,602	15,672,416	5,604,030	4,266,925
	=====	=====	=====	=====
Total assets	744,125,195	668,968,295	202,593,301	182,131,308
	=====	=====	=====	=====
Liabilities				
Due to banks and financial institutions	40,266,535	30,576,336	10,962,846	8,324,622
Repurchase agreements	34,769,685	37,674,016	9,466,290	10,257,015
Commercial paper	18,144,105	24,124,097	4,939,860	6,567,955
Derivative financial instruments	15,219,464	14,941,331	4,143,606	4,067,882
Customer accounts and other deposits	465,475,874	395,843,664	126,729,070	107,771,213
Term borrowings	42,268,173	42,145,718	11,507,806	11,474,467
Subordinated notes	401,979	420,381	109,442	114,452
Other liabilities	25,606,380	21,033,339	6,971,516	5,726,474
	=====	=====	=====	=====
Total liabilities	642,152,195	566,758,882	174,830,437	154,304,079
	=====	=====	=====	=====
Equity				
Share capital	10,897,545	10,897,545	2,966,933	2,966,933
Share premium	53,188,043	53,026,644	14,480,818	14,436,876
Treasury shares	(25,530)	(42,433)	(6,951)	(11,553)
Statutory and special reserves	9,483,238	7,081,074	2,581,878	1,927,872
Other reserves	(37,477)	962,736	(10,203)	262,112
Tier 1 capital notes	10,754,750	10,754,750	2,928,056	2,928,056
Share option scheme	266,841	256,265	72,649	69,770
Convertible notes - equity component	-	108,265	-	29,476
Retained earnings	17,083,868	18,677,552	4,651,203	5,085,094
	=====	=====	=====	=====
Total equity attributable to shareholders of the Bank	101,611,278	101,722,398	27,664,383	27,694,636
Non-controlling interest	361,722	487,015	98,481	132,593
	=====	=====	=====	=====
Total Equity	101,973,000	102,209,413	27,762,864	27,827,229
	=====	=====	=====	=====
Total liabilities and equity	744,125,195	668,968,295	202,593,301	182,131,308
	=====	=====	=====	=====

Pro Forma Consolidated Statement of Profit or Loss

For the year ended 31 December

	2018 AED'000	2017 AED'000	2018 USD'000	2017 USD'000
Interest income	21,836,404	18,846,918	5,945,114	5,131,206
Interest expense	(8,810,445)	(5,740,867)	(2,398,705)	(1,562,991)
	-----	-----	-----	-----
Net interest income	13,025,959	13,106,051	3,546,409	3,568,214
Fee and commission income	4,879,988	4,765,261	1,328,611	1,297,376
Fee and commission expense	(1,487,616)	(1,403,397)	(405,014)	(382,085)
	-----	-----	-----	-----
Net fee and commission income	3,392,372	3,361,864	923,597	915,291
Net foreign exchange gain	2,042,480	1,003,284	556,079	273,151
Net gain on investments and derivatives	826,225	1,582,442	224,946	430,831
Other operating income	158,706	479,344	43,209	130,505
	-----	-----	-----	-----
Operating income	19,445,742	19,532,985	5,294,240	5,317,992
General, administration and other operating expenses	(5,328,555)	(5,875,349)	(1,450,736)	(1,599,605)
	-----	-----	-----	-----
Profit before net impairment charge and taxation	14,117,187	13,657,636	3,843,503	3,718,387
Net impairment charge	(1,725,794)	(2,384,334)	(469,860)	(649,152)
	-----	-----	-----	-----
Profit before taxation	12,391,393	11,273,302	3,373,644	3,069,236
Overseas income tax expense	(325,004)	(323,538)	(88,485)	(88,085)
	-----	-----	-----	-----
Profit for the year	12,066,389	10,949,764	3,285,159	2,981,150
	=====	=====	=====	=====
Profit attributable to:				
Shareholders of the Bank	12,010,820	10,915,157	3,270,030	2,971,728
Non-controlling interests	55,569	34,607	15,129	9,422
	-----	-----	-----	-----
12,066,389	10,949,764	3,285,159	2,981,150	2,981,150
	=====	=====	=====	=====

Notes:

Notes:



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